

**OSTER**  
**Researching Services**

12897 Colonial Dr. • Mt. Airy, Md. 21771  
301-253-6040

9-198A004

RECORDATION NO **16432** FILED 1428

July 17, 1989

JUL 17 1989 -9 45 AM

INTERSTATE COMMERCE COMMISSION

Ms. Mildred Lee  
Recordations Unit  
Interstate Commerce Commission  
12th & Constitution Avenue, N.W.  
Washington, D.C. 20423

Dear Ms. Lee:

Please find enclosed a Memorandum of Lease of Railroad Equipment dated January 25, 1989, between the following parties:

Lessor: Helm Locomotive Leasing  
One Embarcadero Center  
San Francisco, CA 94111

Lessee: Union Pacific Railroad  
Omaha, NE

The equipment involved in this transaction is as follows:

Equipment: 33, Locomotives  
See Annex A

Please record this agreement as a primary document. The filing fee of \$13 is enclosed. Thank you for your kind assistance.

Sincerely,

*Mary Ann Oster*

Mary Ann Oster  
Research Consultant

Enclosure

NOTICE OF RECORDATION UNIT  
JUL 17 9 45 AM '89

Counterparts - Patricia J. Ward

Interstate Commerce Commission  
Washington, D.C. 20423

OFFICE OF THE SECRETARY

OSTER RESEARCHING SERVICES  
12897 COLONIAL DRIVE  
MT. AIRY, MD. 21771

Dear: SIRS:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/17/89 , at 9:45AM and assigned recordation number(s). 16432 and 16433

Sincerely yours,



Noreta R. McGee  
Secretary

Enclosure(s)

RECORDATION NO. 16432 JUL 17 1989


JUL 17 1989 - 9 45 AM

MEMORANDUM OF  
INTERSTATE COMMERCE COMMISSION CASE OF RAILROAD EQUIPMENT

THIS MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT is intended to evidence the Lease of Railroad Equipment, dated as of January 25, 1989 (the "Lease") between Helm Locomotive Leasing, a Michigan Joint Venture (the "Lessor") and Union Pacific Railroad Company, a Utah public service corporation (the "Lessee"), for the purpose of satisfying the requirements of recordation with the Interstate Commerce Commission under Section 49 U.S.C. 11303. The Lease is a net master lease known as Lessee's C.D. No. 54792-34. The Lessor is the owner of thirty-three (33) Locomotives more fully described in Annex A hereto (the "Locomotives"). The Lessee leased from the Lessor all the Locomotives at the rentals and upon the terms and conditions provided in the Lease.


IN WITNESS WHEREOF, the Lessor and the Lessee, each pursuant to due authority, have executed this Memorandum of Lease as of this 25th day of January, 1989.

ATTEST:


  
Title: President

"Lessor"

HELM LOCOMOTIVE LEASING


By:   
Title: Executive Vice President

ATTEST:

  
Title: Mgr Leasing

"Lessee"

UNION PACIFIC RAILROAD COMPANY

By:   
Title: \_\_\_\_\_

**ANNEX A**  
to  
Memorandum of  
Lease of Railroad Equipment  
Dated as of January 25, 1989

<u>"Group A" Description</u>	<u>Unit Numbers</u>
Twenty-nine (29) General Motors, Electro-Motive Division GP38-2, 2,000 H.P. Diesel Electric Locomotives	UP 2337
	2338
	2362
	2374
	2375
	2377
	2384
	2385
	MP 2009
	2010
	2013
	2014
	2015
	2016
	2020
	2023
	2024
	2029
	2032
	2033
	2034
	2038
	2055
	2065
	2069
	2070
	2071
	2072
	2073

10 7 7980 MAS  
PHILBANKUP-HELM.MRE  
AHAMG

ANNEX A (Cont.)

to  
Memorandum of  
Lease of Railroad Equipment  
Dated as of January 25, 1989

"Group A" Description

Unit Numbers

One (1) General Motors,  
Electro-Motive Division  
GP38, 2,000 H.P.  
Diesel Electric  
Locomotive

HL 7789

"Group B" Description

Unit Numbers

Two (2) General Motors,  
Electro-Motive Division  
SW1500, 1,500 H.P. Diesel  
Electric Locomotives

MP 1520  
1521

"Group C" Description

Unit Numbers

One (1) General Motors,  
Electro-Motive Division,  
1,500 H.P. Diesel Electric  
Locomotive

NHL 1013

STATE OF CALIFORNIA       )  
                                      )  
COUNTY OF SAN FRANCISCO )

On this 24th day of March, 1989, before me personally appeared David R. Eckles, to me personally known, who, being by me duly sworn, says that he is Executive Vice President of **HELM LOCOMOTIVE LEASING**, that said instrument was signed and sealed on behalf of said corporation and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Elena F. Gary  
Notary Public

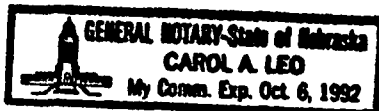
My Commission Expires: July 24, 1992

[Notarial Seal]



STATE OF NEBRASKA       )  
                                      )  
COUNTY OF DOUGLAS     )

On this 19th day of May, 1989, before me personally appeared M. H. Walsh, to me personally known, who, being by me duly sworn, says that he is Chairman of **UNION PACIFIC RAILROAD COMPANY**, that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Carol A. Leo  
Notary Public

My Commission Expires: October 6, 1992

[Notarial Seal]